

Of Counsel:

ALSTON HUNT FLOYD & ING

Attorneys At Law

A Law Corporation

PAUL ALSTON

1126-0

GLENN T. MELCHINGER

7135-0

18th Floor, ASB Tower

1001 Bishop Street

Honolulu, Hawai'i 96813

Telephone: (808) 524-1800

Facsimile: (808) 524-4591

Email: gtm@ahfi.com

Attorneys for Plaintiff

FILED IN THE
UNITED STATES DISTRICT COURT
DISTRICT OF HAWAII

JUL 12 2005
at 3 o'clock and 54 min. M.
SUE BEITIA, CLERK

IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF HAWAII

SPORTS SHINKO (USA) CO.,
LTD., a Delaware corporation,

Plaintiff,

vs.

KIAHUNA GOLF CLUB, LLC, a
Hawai'i limited liability company;
KG KAUAI DEVELOPMENT, LLC,
a Hawai'i limited liability
company; PUKALANI GOLF
CLUB, LLC, a Hawai'i limited
liability company; KG MAUI
DEVELOPMENT, LLC, a Hawai'i
limited liability company;
MILILANI GOLF CLUB, LLC, a

) CV 04-00126 ACK/BMK

) **SECOND AMENDED**
) **COMPLAINT (KAUAI);**
) **SUMMONS; CERTIFICATE OF**
) **SERVICE**

ATTEST: A True Copy
SUE BEITIA
Clerk, United States District
Court, District of Hawaii
By [Signature] Deputy

Hawai`i limited liability company;)
QK HOTEL, LLC, a Hawai`i)
limited liability company; OR)
HOTEL, LLC, a Hawai`i limited)
liability company, and KG)
HOLDINGS, LLC, a Hawai`i)
limited liability company,)
FRANKLIN K. MUKAI,)
)
Defendants.)
_____)

SECOND AMENDED COMPLAINT (KAUA`I)

Plaintiff SPORTS SHINKO (USA), CO., LTD.

("Plaintiff"), by and through its undersigned attorneys, alleges
as follows:

PARTIES

1. Plaintiff is a Delaware corporation, and its
principal place of business is not in Hawai`i. Plaintiff is the

sole shareholder of Sports Shinko (Hawai`i) Co., Ltd. ("SSH"), a
Hawai`i corporation, which owns all of the stock of the debtor,
Sports Shinko (Kaua`i) Co., Ltd. ("DEBTOR").

3. Defendant KIAHUNA GOLF CLUB, LLC
("KGC"), is a Hawai`i limited liability company, with its

MACKINNON LLP, a Limited Liability Law Partnership ("M4"), an officer and/or director of SSH and DEBTOR, and an attorney and agent for DEBTOR. At all relevant times, MUKAI acted directly and through agents of M4.

JURISDICTION

12. This Court has jurisdiction over this action pursuant to 28 U.S.C. § 1332 because there is complete diversity between the parties and the amount in controversy exceeds \$75,000.00.

13. Venue is appropriate in this Court under 28 U.S.C. § 1391 because most of the events giving rise to Plaintiff's claims occurred in this district.

GENERAL ALLEGATIONS

14. Plaintiff is, and at all relevant times was, a creditor of DEBTOR.

15. At all relevant times, SATOSHI KINOSHITA ("SATOSHI"), TAKESHI KINOSHITA ("TAKESHI") and TOSHIO KINOSHITA ("TOSHIO")(collectively, the "Kinoshitas"), and TAKUYA TSUJIMOTO ("TSUJIMOTO"), YASUO NISHIDA